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margin**COMPANIES FORM No. 155(6)a****Declaration in relation to
assistance for the acquisition
of shares.****155(6)a**

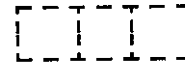
Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringNote
Please read the notes
on page 3 before
completing this form*Insert full name
of company†Insert name(s) and
address(es) of all
the directors§Delete as
appropriate‡Delete whichever
is inappropriate

To the Registrar of Companies

For official use

Company number

**3265777**

Name of company

*** COTESWORTH CAPITAL LIMITED**

†/We† Harvey Gerald SIMONS of 7 Rochester Drive, Pinner, Middx
Bernard George DEVEREESE of Deverick House, Fir Tree Lane, Little
Baddow, Chelmsford, Essex CM3 4SS
Norman Walter BRITTEN of 19 College Gardens, Dulwich Village, London
SE21 7BE
Graham DAVIES of Adeline House, 76 Hazelmere Road, Penn, High Wycombe
Bucks HP10 8AG

~~the sole director~~ [all the directors]§ of the above company do solemnly and sincerely declare that:

The business of the company is:

- ~~(a) that of a recognised bank licensed institution within the meaning of the Banking Act 1979†~~
~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom†~~
(c) something other than the above†

The company is proposing to give financial assistance in connection with the acquisition of shares in the
[company] ~~[company's holding company]~~ limited†

The assistance is for the purpose of ~~[the acquisition]~~ [reducing or discharging a liability incurred for the
purpose of that acquisition].§

The number and class of the shares acquired or to be acquired is: 10,000,000 "B" Ordinary
Shares of £1 each

Presentor's name, address and
reference (if any):

Clyde & Co
Beaufort House
Chertsey Street
Guildford
Surrey GU1 4HA
DX: 2406 Guildford
AH/9800717

For official use

General Section

Post room

**A04 *AK4QBDP1* 759**
COMPANIES HOUSE 09/02/99

The assistance is to be given to: (note 2) COTESWORTH HOLDINGS LIMITED whose registered
office is at 25 Gracechurch Street, London EC3V 0AS

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in black type, or
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lettering

The assistance will take the form of:

A loan of £12 million from the Company to Cotesworth Holdings Limited.

The person who [has acquired] [~~will acquire~~]* the shares is:

*Delete as
appropriate

COTESWORTH HOLDINGS LIMITED

The principal terms on which assistance will be given are:

The loan will be:

1. On an interest-free basis; and
2. Repayable on demand.

The amount of cash to be transferred to the person assisted is £ £12 million

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 28th January

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legibly, preferably
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bold block lettering

Delete either (a) or
(b) as appropriate

~~*/~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) [~~/~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date][†] (note 3)
- (b) [~~It is intended to commence the winding-up of the company within 12 months of that date, and /We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]~~[†] (note 3)

And ~~*/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

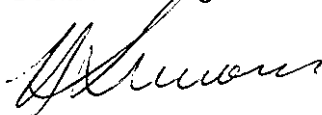
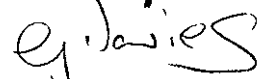

Declared at 85 GRACECHURCH STREET
LONDON EC3V 0AA

the 28th day of January
One thousand nine hundred and ninety nine

before me Brian P. M. (BRIAN ISOLA)

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below


N. W. P. Jones

E. Davies


NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

BINDER HAMLYN

Andersen Worldwide

20 Old Bailey
London EC4M 7BH

Auditors' report to the directors of Cotesworth Capital Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 28 January 1999 in connection with the proposal that Cotesworth Capital Limited should give financial assistance for the purchase of 10,000,000 "B" ordinary shares in the company.

Respective responsibilities of directors and auditors

The company's directors are responsible for the statutory declaration. It is our responsibility to review the bases for the declaration, based on our enquiries into the state of the company's affairs, and to provide a report to the directors.

Basis of opinion

We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Binder Hamlyn
Chartered Accountants
20 Old Bailey
London
EC4M 7BH

28 January 1999